

Exhibit 1

UNITED STATES BANKRUPTCY COURT <u>Southern</u> DISTRICT OF <u>New York</u>		PROOF OF CLAIM
Name of Debtor DELPHI AUTOMOTIVE SYSTEMS LLC		Case Number 05-44640
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (The person or other entity to whom the debtor owes money or property): MILLIKEN & COMPANY		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input checked="" type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.
Name and address where notices should be sent: Milliken & Company 1045 Sixth Avenue New York, NY 10018 Telephone number: 212-819-4592		
Account or other number by which creditor identifies debtor:		Check here <input type="checkbox"/> replaces a previously filed claim, dated: _____ <input type="checkbox"/> amends
1. Basis for Claim <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <input checked="" type="checkbox"/> Goods Sold / Services Performed <input type="checkbox"/> Customer Claim <input type="checkbox"/> Taxes <input type="checkbox"/> Money Loaned <input type="checkbox"/> Personal Injury <input type="checkbox"/> Other _____ </div> <div style="width: 45%;"> <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of SS #: _____ Unpaid compensation for services performed from _____ to _____ <div style="text-align: center;">(date) (date)</div> </div> </div>		
2. Date debt was incurred: 7/16/03 - 10/4/05		3. If court judgment, date obtained:
4. Total Amount of Claim at Time Case Filed: \$ <u>1,190,981.30</u> <u>0</u> <u>\$202,412.11</u> <u>\$1,190.981.30*</u> <div style="text-align: center;">(unsecured) (secured) (priority) (Total)</div> If all or part of your claim is secured or entitled to priority, also complete Item 5 or 7 below. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.*See attached schedule		
5. Secured Claim. <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral: \$ _____ Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____		7. Unsecured Priority Claim. <input type="checkbox"/> Check this box if you have an unsecured priority claim. Amount entitled to priority \$ <u>202,412.11*</u> Reclamation Specify the priority of the claim: See attached schedule* <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000)* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6). <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units-11 U.S.C. § 507(a)(8). <input checked="" type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____). <small>*Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment. \$10,000 and 180-day limits apply to cases filed on or after 4/20/05. Pub. L. 109-8.</small>
6. Unsecured Nonpriority Claim \$1,190.981.30* *See attached schedule <input type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority.		THIS SPACE IS FOR COURT USE ONLY
8. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.		
9. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.		
10. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim		
Date 7/26/06	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): Thomas D. Casey Market Credit Manager	

**PROOF OF CLAIM
SCHEDULE**

Claimant:	Milliken & Company 1045 6 th Avenue New York, New York 10018
Telephone:	(212) 819-4592
Total Amount of Claim:	\$1,190,981.30
Nature of Claim:	The Claim is composed of:
A General Unsecured Claim of:	<p>\$1,190,981.30 for pre-petition goods sold and delivered. This amount is the net amount due after application of \$1,092,146 payment received from the Debtor, \$916,717.20 of which remains unapplied to specific invoices.</p> <p>The Claim amount includes \$202,412.11 which is Claimant's Reconciled Amount with respect to its filed reclamation claim (reclamation claim number 186) pursuant to that certain reclamation letter agreement entered into with the Debtors dated June 28, 2006. This amount is included in the event that for any reason the Reconciled Amount is not treated as a valid reclamation claim.</p> <p>The invoices supporting this Claim are voluminous, are in the Debtor's possession and are available upon request. A schedule of the invoices is attached hereto as Exhibit A.</p> <p>A copy of the June 28 reclamation letter agreement is attached hereto as Exhibit B.</p>
An Administrative Priority Claim With Respect to Reclamation of	\$202, 412.11, the Reconciled Amount of Claimant's reclamation claim referenced above. See Exhibit B.
Reservation of Rights:	<p>Claimant reserves the right to amend, modify or supplement this claim for any reason.</p> <p>Submission of this Claim does not constitute submission to jurisdiction.</p>

EXHIBIT A

Invoices

ITEM	TY	DATET	TMB/E	DUE DATE	AMOUNT
040661	19	05/18/05	06 092	06/17/05 *	427.14
309336	10	04/21/05	06 468	05/21/05 *	10,001.97
315923	16	05/02/05	06 468	06/01/05 *	263.26
436138	10	03/18/05	06 092	04/17/05 *	803.44
800118	10	09/02/05	06 092	10/02/05 *	14,752.32
800119	10	09/02/05	06 092	10/02/05 *	8,413.52
800120	10	09/02/05	06 092	10/02/05 *	58,987.64
800121	10	09/02/05	06 092	10/02/05 *	8,821.75
800122	10	09/02/05	06 534	10/02/05 *	20,998.32
801638	10	09/06/05	06 092	10/06/05 *	10,296.96
801639	10	09/06/05	06 092	10/06/05 *	17,417.32
801640	10	09/06/05	06 092	10/06/05 *	8,258.49
801641	10	09/06/05	06 534	10/06/05 *	21,014.56
801642	10	09/06/05	06 534	10/06/05 *	3,372.60
801932	10	09/07/05	06 092	10/07/05 *	19,112.88
801933	10	09/07/05	06 534	10/07/05 *	9,727.76
802584	10	09/08/05	06 092	10/08/05 *	11,848.32
802585	10	09/08/05	06 092	10/08/05 *	8,816.08
802586	10	09/08/05	06 092	10/08/05 *	15,461.12
802587	10	09/08/05	06 534	10/08/05 *	13,170.64
802588	10	09/08/05	06 534	10/08/05 *	3,705.48
802589	10	09/08/05	06 534	10/08/05 *	5,659.50
802835	10	09/08/05	06 534	10/08/05 *	6,088.20
803153	10	09/09/05	06 534	10/09/05 *	20,543.60
803154	10	09/09/05	06 092	10/09/05 *	23,266.88
803712	10	09/12/05	06 092	10/12/05 *	9,328.16
803713	10	09/12/05	06 092	10/12/05 *	10,368.79
803714	10	09/12/05	06 092	10/12/05 *	31,192.96
803715	10	09/12/05	07 534	11/11/05 *	20,401.94
803716	10	09/12/05	06 534	10/12/05 *	23,466.80
803735	10	09/09/05	06 534	10/09/05 *	1,795.80
804400	10	09/12/05	06 534	10/12/05 *	10,877.00
804491	10	09/13/05	06 092	10/13/05 *	7,791.92
804492	10	09/13/05	06 092	10/13/05 *	30,715.44
804493	10	09/13/05	06 534	10/13/05 *	22,833.44
804506	10	09/12/05	06 534	10/12/05 *	15,841.00
804507	10	09/12/05	06 534	10/12/05 *	24,660.48
804773	10	09/13/05	06 092	10/13/05 *	2,556.80
804918	10	09/13/05	06 534	10/13/05 *	7,554.56
805133	13	09/13/05	06 534	10/13/05 *	730.00
805244	10	09/14/05	06 092	10/14/05 *	12,559.80
805245	10	09/14/05	06 092	10/14/05 *	35,197.36
805509	13	09/14/05	06 534	10/14/05 *	6,205.00
805609	13	09/14/05	06 534	10/14/05 *	2,555.00

805833	10	09/14/05	06	092	10/14/05	*	32,178.08
805835	13	09/14/05	06	534	10/14/05	*	14,906.60
806454	13	09/15/05	06	534	10/15/05	*	20,221.00
807008	10	09/19/05	06	092	10/19/05	*	35,039.44
807009	10	09/19/05	06	092	10/19/05	*	8,788.40
807010	10	09/19/05	06	534	10/19/05	*	24,278.80
807011	10	09/19/05	07	534	11/18/05	*	20,605.60
807733	10	09/20/05	06	092	10/20/05	*	27,508.16
807734	10	09/20/05	06	092	10/20/05	*	10,251.98
807735	10	09/20/05	06	534	10/20/05	*	15,671.60
807781	10	09/19/05	06	534	10/19/05	*	14,776.32
807813	10	09/20/05	06	534	10/20/05	*	10,965.76
808327	10	09/21/05	06	534	10/21/05	*	10,117.52
808328	10	09/21/05	06	092	10/21/05	*	29,504.72
808600	10	09/21/05	06	534	10/21/05	*	24,294.40
808863	10	09/22/05	06	534	10/22/05	*	5,507.84
808864	10	09/22/05	06	534	10/22/05	*	19,146.96
808865	10	09/22/05	06	092	10/22/05	*	30,610.16
808866	10	09/22/05	06	092	10/22/05	*	12,772.76
808893	10	09/21/05	06	534	10/21/05	*	6,935.00
808896	10	09/21/05	06	534	10/21/05	*	3,650.00
808898	10	09/21/05	06	534	10/21/05	*	3,650.00
809114	10	09/22/05	06	534	10/22/05	*	8,993.60
809138	10	09/22/05	06	534	10/22/05	*	10,512.00
809238	10	09/22/05	06	534	10/22/05	*	13,534.20
809254	10	09/22/05	06	534	10/22/05	*	2,336.00
809283	10	09/22/05	06	534	10/22/05	*	876.00
809289	10	09/23/05	06	092	10/23/05	*	110,739.52
809290	10	09/23/05	06	534	10/23/05	*	19,390.56
809519	10	09/23/05	06	534	10/23/05	*	21,097.00
809656	10	09/23/05	06	092	10/23/05	*	2,917.32
809714	10	09/23/05	06	534	10/23/05	*	14,585.40
809776	10	09/26/05	06	092	10/26/05	*	6,878.48
809777	10	09/26/05	06	092	10/26/05	*	8,037.47
810508	10	09/26/05	06	534	10/26/05	*	4,496.80
810605	10	09/26/05	06	534	10/26/05	*	17,766.56
811061	10	09/27/05	06	092	10/27/05	*	5,041.22
811062	10	09/27/05	06	092	10/27/05	*	25,338.64
811063	10	09/27/05	06	534	10/27/05	*	5,898.40
811078	10	09/27/05	06	534	10/27/05	*	31,749.20
811079	10	09/27/05	06	534	10/27/05	*	13,445.12
811227	10	09/28/05	06	092	10/28/05	*	5,618.90
811228	10	09/28/05	06	092	10/28/05	*	52,478.32
811229	10	09/28/05	06	092	10/28/05	*	12,054.14
811500	10	09/28/05	06	534	10/28/05	*	12,396.80
811501	10	09/28/05	06	534	10/28/05	*	56,255.36

Total

EXHIBIT B

DELPHI

June 28, 2006

Stanley L. Lane, Jr.
Milliken & Company
Ottobourg, Steindler, Houston & Rosen, P.C.
230 Park Avenue
New York, NY 10169-0075

Re: Delphi Corporation, Case No. 05-44481 (RDD)

Dear Stanley L. Lane, Jr.:

On November 4, 2005, the United States Bankruptcy Court for the Southern District of New York, entered an amended final order establishing certain procedures for the resolution of reclamation claims (the "Amended Final Order") and on January 5, 2006, the Bankruptcy Court entered an order extending the deadline to send statements of reclamation to all reclamation claimants (the "Extension Order" and together with the Amended Final Order, collectively the "Order") in the chapter 11 reorganization proceedings of Delphi Corporation and certain of its subsidiaries and affiliates (collectively, "Delphi" or the "Debtors").

The Order requires the Debtors to tender a "Statement of Reclamation" in response to each Reclamation Demand that the Debtors have received. On February 21, 2006, the Debtors sent their Statement of Reclamation with respect to the Reclamation Demand(s) submitted by Milliken & Company (the "Demand"). We have identified your Demand as Reclamation Claim No. 186. This letter, together with the enclosures, constitutes the Debtors' Amended Statement of Reclamation with respect to Claim No. 186 and supersedes the Statement of Reclamation sent on February 21, 2006.

The Debtors have reviewed the Demand, reconciled the Demand with their books and records, and after sending the Statement of Reclamation to you on February 21, 2006, have discussed a modification to the reconciliation with you. Based upon this review and reconciliation, the Debtors have summarized, in the enclosed reclamation analysis, certain invoice, shipment, and related detail concerning the Demand. In accordance with paragraph 2, section (b)(ii) of the Order, the analysis sets forth the extent and basis upon which the Debtors believe that the Demand may or may not be legally valid (subject to assertion of certain defenses as indicated below, which if asserted, could result in the reduction or disallowance of the reclamation claim) (the "Reconciled Reclamation Claim") by indicating whether the Demand was received within the periods allowed by law; whether goods subject to the Demand have been paid for; and whether there are other deductions or disputes asserted by the Debtors.

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Reconciled Amount \$202,412.11

Based on the foregoing, the Debtors have identified in the attached analysis a potential reclamation claim amount that the Debtors propose as valid, subject to assertion of the reserved defenses listed below. Specifically, the Debtors assert that the valid amount of the Reconciled Reclamation Claim is no greater than \$202,412.11 but subject to reduction or disallowance by the defenses listed below (the "Reconciled Amount"). If ultimately allowed following the resolution of the defenses set forth below, the allowed amount of your reclamation claim will be deemed an administrative expense claim in these chapter 11 cases. Moreover, your claim, even after allowance, if ever, may be reduced by any payments or credits you receive from the Debtors on account of the goods that are the subject of the Demand.¹

This proposal, including all material enclosed herewith, is being sent to you in the context of settlement discussions and therefore is not admissible in any court proceeding regarding the Demand. In addition, in accordance with paragraph 2, section (b)(ii) of the Order, the Debtors reserve their right to seek, at any time and notwithstanding your agreement to the Reconciled Amount, a judicial determination that the following reserved defenses to the Demand are valid (the "Reserved Defenses"), and your acknowledgment of the Reconciled Amount constitutes your agreement that the Reconciled Amount may be reduced or disallowed in accordance with any judicial determination concerning these Reserved Defenses:

- (i) The Debtors do not concede that they were insolvent on the date they received the goods or, even assuming the Debtors were insolvent, you knew of the Debtors' financial condition before the Debtors received the goods.
- (ii) The goods and/or the proceeds from the sale of the goods are or were subject to a valid security interest.
- (iii) You are not a proper party to make the Demand.
- (iv) The Debtors have already paid for or returned some or all of the goods, or intend to satisfy all or a portion of the Demand in cash or by returning goods.
- (v) You, or any of your subsidiaries or affiliates, have waived your right to any reclamation claim or waived your right to assert the Demand.

¹ The Debtors reserve all their rights and remedies, in law and in equity, to collect or pursue all prepetition credits outstanding, including, without limitation, to setoff such amounts against the allowed amount, if any, of your reclamation claim.

Reconciled Amount \$202,412.11

- (vi) You, or any of your subsidiaries or affiliates, have been paid on account of your reclamation claim pursuant to an unrelated order of the Bankruptcy Court and/or you have otherwise waived your right to any reclamation claim in connection therewith.

The Debtors may seek a determination of any of the foregoing Reserved Defenses at any time. Moreover, the Official Committee of Unsecured Creditors (the "Creditors Committee") reserves its right to raise any of the Reserved Defenses prior to the final allowance of your reclamation claim. If the Debtors seek such a judicial determination or the Creditors' Committee raises a Reserved Defense, you will be entitled to raise any rights asserted in the Demand in connection with the determination.

If you agree with the Reconciled Amount and the other terms of this Amended Statement of Reclamation, please sign this Statement where indicated and return it to the persons identified immediately below. Your response, including the timing of your response, is governed by the terms of the Order. If you disagree with this Amended Statement of Reclamation, you must sign this Statement where indicated and return it to the persons identified immediately below and you must also provide the information required by paragraph 2, section (b)(iv) of the Order by the Reconciliation Deadline. You must send a signed Statement of Reclamation to the following:

Christina Cattell
Re: Delphi Reclamations
Mail Code # 483-400-216
5725 Delphi Drive
Troy, MI 48098
Fax: 248-813-2499

- with copies to -

Joseph N. Wharton
Re: Delphi Reclamations
Skadden, Arps, Slate, Meagher & Flom LLP
333 West Wacker Drive, Suite 2100
Chicago, IL 60606
Fax: 312-407-0411

In accordance with the Order, your failure to return a signed copy of this Amended Statement of Reclamation or your failure to indicate assent or dissent on a copy of this Statement may be deemed an acceptance of the proposal set forth in this Statement.

Nothing in this proposal is intended, nor shall be construed, as a waiver of any of the Debtors' rights with respect to any reclamation claim or demand. In addition, nothing herein shall preclude or otherwise prejudice any of the Debtors' rights to contest or raise any defense or counterclaim in law or in equity, to any reclamation claim or other

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demand for reclamation. Moreover, nothing herein shall waive, impair or affect the rights and defenses, if any, of any parties in interest with regard to your Reclamation Claim.

If you have any questions, please send them via email to reclamations@delphi.com or call 248-813-2581.

Very truly yours,

/s/ Christina J. Cattell

Enclosures
cc: John D. Sheehan

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AGREEMENT*

In accordance with paragraph 2, section (b)(8) of the Order, Milliken & Company agrees to the terms of this Amended Statement of Reclamation.

Milliken & Company

By: *Denis M. Golden*
(Signature)

Date: June 29, 2006

DENIS M. GOLDEN
(Print or type name)

GENERAL CREDIT MANAGER
(Print or type title)

DISAGREEMENT

In accordance with paragraph 2, section (b)(iv) of the Order, Milliken & Company disputes the terms of this Amended Statement of Reclamation and encloses the information required by paragraph 2, section (b)(iv) of the Order.

Milliken & Company

By: _____
(Signature)

Date: _____

(Print or type name)

(Print or type title)

* Milliken's Agreement to the terms of the Debtors' Amended Statement of Reclamation does not waive, and is without prejudice to, all other rights and claims of Milliken, including without limitation, Milliken's right to contest the Debtors' application to post-petition transactions of that portion of the Debtors' pre-petition wire transfer that was not applied to the invoices that Milliken issued to the Debtors on October 8, 2005 (as reflected on the Debtors' Revised Reclamation Report).

[illegible]